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November 16, 2015

By Hand Delivery and ECFS

Accepted / Filed

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

NOV 16 2015

Federal Communications Commission
Office of the Secretary

Re: MB Docket No. 15-149
Response of Liberty Broadband Corporation to Commission's
Information and Data Request

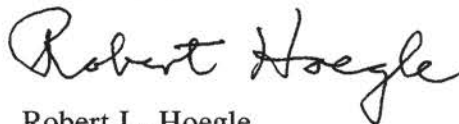
Dear Ms. Dortch:

Enclosed is a copy of the initial Response of Liberty Broadband Corporation to the Commission's Information and Data Request, dated November 2, 2015, in the above-referenced docket. The Response includes Schedules 2(e), 14, and 17.

Also enclosed is a disc containing Document Nos. LBR-0012229-0013374 and the accompanying Spreadsheet for Liberty Broadband's Production.

Please contact me if you have any questions regarding this Response.

Very truly yours,



Robert L. Hoegle

RLH:kjk
Enclosures

cc: Vanessa Lemmé (via E-Mail Vanessa.Lemme@fcc.gov)
Jessica L. Campbell (via E-Mail Jessica.Campbell@fcc.gov)

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**RESPONSE OF LIBERTY BROADBAND CORPORATION TO
INFORMATION AND DATA REQUEST DATED NOVEMBER 2, 2015**

REQUEST

- I. *Provide all documents and communications (except documents solely relating to environmental, tax, human resources, OSHA, or ERISA issues) relating to the proposed Transaction and provide:*
 - a. *a timetable for each Transaction, a description of all actions that must be taken prior to consummation of each Transaction, and any harm that will result if the Transactions are not consummated;*
 - b. *a description of (including the rationale for, and identification of all documents directly or indirectly used to prepare the Company's response to this sub-part) all plans for changes in the Company's operations, structure, policies, strategies, corporate goals, financing, business, officers, executives or any other area of corporate activity as a result of the Transaction; and*
 - c. *a description of any other terms or conditions of the Transaction that are not reflected in the Transaction agreements between the parties.*

Response to Request No. 1(a):

In response to this Request, Liberty Broadband refers to the response of Charter Communications, Inc. ("Charter") to Request No. 100(a) of the Commission's Information and Data Request directed to Charter, dated September 21, 2015, for a description of the Transaction and certain conditions to which the Transaction is subject. Pursuant to the Transaction, which will be implemented through a series of agreements, the businesses of Charter Communications, Inc., Time Warner Cable, Inc., and Bright House Networks, LLC effectively will be combined.

In connection with the Transaction, Liberty Broadband entered into the "Charter Investment Agreement," "TWC Voting Agreement," "Charter Contribution Agreement," "LIC Investment Agreement," certain additional "Investment Agreements," "Assignment," and "Second Amended and Restated Stockholders Agreement." Further, the Existing Stockholders Agreement was amended pursuant to the Charter Investment Agreement. Liberty Broadband also entered into a Proxy Agreement with Liberty Interactive Corporation. In connection with the closing of the Transaction, and the related "Bright House Closing," Liberty Broadband will enter into a Proxy Agreement with Advance/Newhouse. Each of the above agreements is described in the Form 8-K Current Report, filed by Liberty Broadband on May 29, 2015 ("May 29 8-K").¹ The May 29 8-K also describes a number of actions to be undertaken to effectuate, or pursuant to, the above agreements.

¹ The May 29 8-K is available at: http://www.sec.gov/Archives/edgar/data/1611983/000110465915042085/a15-13090_18k.htm. Liberty Broadband also is producing copies of the May 29 8-K and the exhibits thereto with this Response.

Liberty Broadband provided the following summary of these agreements and actions in its Form 10-Q Quarterly Report, filed November 10, 2015, in Note 5 to its Condensed Consolidated Financial Statements at I-14:

[I]n support of the Time Warner Cable Merger, Liberty Broadband will purchase shares of stock in New Charter (the "Charter Shares") using proceeds of \$4.4 billion related to subscriptions for newly issued shares of Liberty Broadband's Series C common stock (the "Series C Shares"), at a price per share of \$56.23, which was determined based upon the fair value of Liberty Broadband's net assets on a sum-of-the parts basis at the time the investment agreements were executed. The purchasers of the Series C Shares are Liberty Interactive through its Liberty Ventures Group and certain third party investors, which will all invest on substantially similar terms. One of the third party investors also holds a position in Time Warner Cable and has agreed to vote its Time Warner Cable shares in favor of the Time Warner Cable Merger. The Series C Share subscriptions are subject to customary closing conditions and funding will only occur in connection with the completion of the Time Warner Cable Merger. Each of Charter and Liberty Broadband obtained stockholder approval during September 2015 for the issuance of the Charter Shares and the Series C Shares, respectively, in accordance with the rules and requirements of the Nasdaq Stock Market. Liberty Broadband has the right, and may determine, to incur debt financing (subject to certain conditions) to fund a portion of the purchase price for its investment in New Charter, in which case Liberty Broadband may reduce the aggregate subscription for Series C Shares by up to 25%, with such reduction applied pro rata to all investors, including Liberty Interactive.

In connection with the Time Warner Cable Merger, Liberty Broadband has also entered into an agreement with Charter pursuant to which it has agreed to vote all of its shares of Charter's Class A common stock in favor of the Time Warner Cable Merger, the issuance of the Charter Shares and any related proposals. Liberty Broadband and Liberty Interactive have also entered into an agreement with Charter which provides that Liberty Broadband and Liberty Interactive will exchange, in a tax-free transaction, the shares of Time Warner Cable common stock held by each company for shares of New Charter Class A common stock (subject to certain limitations). In addition, Liberty Interactive has also agreed to grant Liberty Broadband a proxy over the shares of New Charter it receives in the exchange, along with a right of first refusal with respect to the underlying New Charter shares.

Liberty Broadband intends to fund its commitment to purchase up to \$700 million in shares of New Charter at a per share price of \$173.00 (as adjusted) in connection with the Bright House acquisition through cash on hand or other financing. As previously announced, [Advance/Newhouse ("A/N")] and Liberty Broadband will enter into a proxy agreement, pursuant to which A/N will grant Liberty Broadband a five-year proxy to vote shares of New Charter held by A/N, capped at 7% of New Charter's outstanding shares. Liberty Broadband is expected to control approximately 25.01% of the aggregate voting power of New

Charter following the completion of the Time Warner Cable Merger and the Bright House Transaction and is expected to be New Charter's largest stockholder.

The terms of a new stockholders agreement among Charter, New Charter, Liberty Broadband and A/N (which will become effective upon the closing of the Bright House Transaction) remain substantially similar to the Bright House Stockholders Agreement, except that the restrictions on Liberty Broadband's ability to utilize its shares of New Charter in connection with financing transactions have been eliminated and A/N will be entitled to designate two (instead of three) director nominees, among other things.

On August 11, 2015, Liberty Broadband filed a Definitive Proxy Statement with the Securities and Exchange Commission, which it supplemented on September 11, 2015. The Proxy Statement was in connection with the solicitation of proxies by Liberty Broadband's board of directors for a Special Meeting of Shareholders to consider the issuance of new Series C Shares in Liberty Broadband. The purpose of the issuance of the Series C Shares was explained in the Proxy at 2 as follows:

In connection with the proposed acquisition of Time Warner Cable Inc. and Bright House Networks, LLC by Charter Communications, Inc. (as described in more detail below), Liberty Broadband has agreed to invest \$5 billion in New Charter (as defined below), a portion of which will be funded through the issuance of new Series C Shares. We currently expect to issue 78,250,042 Series C Shares, which is anticipated to exceed 20% of the number of shares of our common stock outstanding prior to the issuance. Furthermore, the Investment Agreements contractually provide that we will seek stockholder approval in connection with the issuance of the new Series C Shares.

More detailed information regarding the Transaction was provided in the Proxy at 10-12 in an "Overview" of the Transaction and in disclosures regarding "Investor Agreements and Assignment." At a special meeting of Liberty Broadband stockholders on September 23, 2015, the Share Issuance Proposal was approved. See Form 8-K Current Report, filed on September 24, 2015.

Liberty Broadband refers to Charter's response to Request No. 100(a) at 337-340 for a summary of "any harm that will result if the Transactions are not consummated."

Response to Request No. 1(b):

As set forth in Charter's response to Request No. 100(b), Liberty Broadband is unaware of any final plans responsive to this Request. To the extent that the agreements set forth in the response to Subpart (a) refer to future action, Liberty Broadband also refers to that response.

Response to Request No. 1(c):

There are no terms or conditions of the Transaction that are not reflected in the Transaction agreements between and among the parties.

REQUEST

2. *For each entity in which you own 5% or more of the issued and outstanding stock of any class (or other ownership interest), or in which you otherwise have an Attributable Interest, provide the following:*
 - a. *The name of the entity;*
 - b. *The lines of business of the entity;*
 - c. *The executive officers of the entity;*
 - d. *The individuals and entities that have an Attributable Interest in the entity;*
 - e. *The directors of the entity before and after the Transaction including:*
 - i. *A brief biography of each director; and*
 - ii. *The length of the director's term on the board;*
 - f. *The monetary value of the holdings as a fraction of the value of the issued and outstanding stock of the entity; (for partnerships and limited liability companies, provide the monetary value of the holdings as a fraction of the total capitalization of the entity);*
 - g. *For each class of stock or other ownership interest owned, provide the following:*
 - i. *The entity owning the stock, limited liability company membership interest or partnership interest, as applicable;*
 - ii. *The voting rights of the shares as a fraction of total voting rights, membership interests or partnership interests, as applicable; and*
 - h. *A description of any conversion rights or other rights that may affect voting rights of the stock, membership interests or partnership interests, as applicable; and if the entity is a partnership or limited liability company, provide the foregoing information for every partner that holds an Attributable Interest.*

Response to Request No. 2:

The Commission staff has confirmed that the entities that are subject to this Request are limited to multichannel video programming distributors, video programmers, and OTT/OVD programmers or distributors. Liberty Broadband has an ownership interest of 5% or more in Charter Communications, Inc. Because Charter Communications already has submitted the information responsive to this Request, the Commission staff has agreed that Liberty Broadband need not provide duplicative information.

With respect to the request for positional interests, Liberty Broadband provides the following information:

Gregory B. Maffei, Chief Executive Officer and President and Director of Liberty Broadband, is: Chairman of the Board and Director of Starz; Director of Charter Communications, Inc.; and Director, Chief Executive Officer, and President of Liberty Interactive Corporation.

John C. Malone, Chairman of the Board and Director of Liberty Broadband, is: Chairman of the Board and Director of Liberty Interactive Corporation; Chairman of the Board and Director of Liberty Global plc; Director of Discovery Communications, Inc.; Director of Charter Communications, Inc.; and Director of Lions Gate Entertainment Corp.²

J. David Wargo, Director of Liberty Broadband, is: Director of Liberty Global plc; and Director of Discovery Communications, Inc.

Richard R. Green, Director of Liberty Broadband, is a Director of Liberty Global plc.

Response to Request No. 2(a)-(h):

With respect to the positional interests of Mr. Maffei and Dr. Malone in Liberty Interactive, the responsive information with respect to QVC, Inc. and HSN, Inc. in which Liberty Interactive holds an attributable interest is provided by Liberty Interactive in response to Request No. 2 of its responses.

With respect to the positional interest of Mr. Maffei in Starz, Liberty Broadband provides the following information:

(a) Starz

(b) Starz distributes premium subscription video programming to multichannel video programming distributors in the United States, including cable operators, satellite television providers, and telecommunications companies. Starz also develops, produces, and acquires entertainment content and distributes this content in the

² Dr. Malone also has direct ownership interests for which the information is provided in response to Request No. 4.

United States and throughout the world. Starz's principal premium networks are STARZ and ENCORE, as well as MOVIEPLEX. Starz provides STARZ PLAY, ENCORE PLAY, and MOVIEPLEX PLAY to authenticated service subscribers.

(c) The executive officers are:

- (i) Christopher P. Albrecht, Chief Executive Officer;
- (ii) Glenn E. Curtis, President;
- (iii) Scott D. Macdonald, Chief Financial Officer, Executive Vice President, and Treasurer;
- (iv) Michael J. Thornton, Chief Revenue Officer and Executive Vice President;
- (v) David I. Weil, Executive Vice President and General Counsel; and
- (vi) Carmi D. Zlotnik, Managing Director.

(d) The executive officers and directors of Starz have positional interests in Starz. Dr. Malone's ownership interests are set forth in response to Request No. 4.

(e) See attached Schedule 2(e).

(f)-(h) These subparts are irrelevant with respect to positional interests.

With respect to the positional interests of Dr. Malone and Mr. Wargo in Liberty Global plc, Liberty Broadband provides the following information:

(a) Liberty Global plc

(b) Liberty Global plc is an international provider of video, broadband internet, fixed-line telephony and mobile services, serving over 27 million customers across 14 countries at December 31, 2014, principally in Europe, as well as Chile. Liberty Global also provides broadband communications services, including video, in Puerto Rico through Liberty Cablevision of Puerto Rico LLC, a 60%-owned subsidiary.

(c) The executive officers are:

- (i) Michael T. Fries, Vice Chairman of the Board, President and Chief Executive Officer;
- (ii) Charles H.R. Bracken, Executive Vice President and Co-Chief Financial Officer (Principal Financial Officer);
- (iii) Bernard G. Dvorak, Executive Vice President and Co-Chief Financial Officer (Principal Accounting Officer);
- (iv) Bryan H. Hall, Executive Vice President, General Counsel, and Secretary;

- (v) Diederik Karsten, Executive Vice President, European Broadband Operations;
and
 - (vi) Balan Nair, Executive Vice President and Chief Technology Officer.
- (d) The executive officers and directors of Liberty Global have positional interests in Liberty Global. Dr. Malone's ownership interests are set forth in response to Request No. 4.
- (e) See attached Schedule 2(e).
- (f)-(h) These subparts are irrelevant with respect to positional interests.

With respect to the positional interest of Dr. Malone in Lions Gate Entertainment Corp., Liberty Broadband provides the following information:

- (a) Lions Gate Entertainment Corp. ("Lions Gate")
- (b) Lions Gate produces and distributes motion pictures and television programming and is involved in syndication, home entertainment, digital distribution, channel platforms, and international distribution and sales.
- (c) The executive officers are:
 - (i) James W. Barge, Chief Financial Officer;
 - (ii) Jon Feltheimer, Chief Executive Officer ;
 - (iii) Michael Burns, Vice Chairman;
 - (iv) Steven Beeks, Co-Chief Operating Officer and Co-President, Motion Picture Group; and
 - (v) Wayne Levin, General Counsel and Chief Strategic Officer.
- (d) The executive officers and directors of Lions Gate have positional interests in Lions Gate. Dr. Malone's ownership interest in Lions Gate is set forth in response to Request No. 4.
- (e) See attached Schedule 2(e).
- (f)-(h) These subparts are irrelevant with respect to positional interests.

REQUEST

3. *List and describe all voting and non-voting securities, membership and partnership interests, as applicable, to be acquired by you in the Transaction:*

- a. *List the total number of shares of each class of security;*
- b. *List the total number of shares of each class of security being acquired;*
- c. *Provide the identity of Persons acquiring securities;*
- d. *Provide the total number of each class of securities to be held as a result of the Transaction; and*
- e. *For the securities, membership and partnership interests to be acquired, describe any conversion rights or other rights that may affect the voting rights of the stock.*

Response to Request No. 3(a)-(d):

Upon consummation of the Transaction, including the purchase by Liberty Broadband of an additional \$5 billion of New Charter common stock, and the rollover of Liberty Broadband's shares of Time Warner Cable, Inc. stock into shares of New Charter common stock, Liberty Broadband will own, of record, approximately 17% - 19% of the common stock of New Charter³ and is expected to hold 25.01% of the voting power of New Charter (after giving effect to the Proxy Agreements as described below).

Response to Request No. 3(e):

As set forth in response to Request No. 1(a), Liberty Broadband has entered into a Proxy Agreement with Liberty Interactive pursuant to which Liberty Interactive will grant to Liberty Broadband an irrevocable proxy to vote all New Charter Shares owned beneficially or of record by Liberty Interactive following such closing ("LIC Proxy Shares"). The Proxy Agreement provides that Liberty Broadband may not vote the LIC Proxy Shares on certain reserved matters and provides that it will terminate no later than the fifth anniversary of the closing of the Transaction. For so long as the Proxy Agreement is in effect, Liberty Broadband will have a right of first refusal to purchase all or any portion of the LIC Proxy Shares that Liberty Interactive proposes to transfer, provided that certain transfers are excluded.

Liberty Broadband also has entered into a Proxy and Right of First Refusal Agreement with Advance/Newhouse pursuant to which, at the closing of the Bright House transaction, Advance/Newhouse will grant to Liberty Broadband an irrevocable proxy of up to five years to vote that number of shares of Class A common stock of New Charter and shares of the Class B common stock of New Charter held by Advance/Newhouse that will result in Liberty Broadband

³ This range results from an option to Time Warner Cable stockholders in the Time Warner Cable merger. Time Warner Cable stockholders will have the option to select either of the following for each share of Time Warner Cable Stock: (a) \$100 in cash and New Charter Class A common stock equivalent to 0.5409 shares of Charter's existing Class A common stock, or (b) \$115 in cash and New Charter Class A common stock equivalent to 0.4562 shares of Charter's existing Class A common stock. Thus, the percentage of New Charter stock that Liberty Broadband and Liberty Interactive will hold after consummation of the Transaction will depend upon the elections made by Time Warner Cable stockholders. The above percentages (as well as the other ownership percentages of New Charter described herein) assume a full exchange of the units of the New Charter operating partnership to be held by Advance/Newhouse into shares of New Charter common stock.

having 25.01% of the voting power of New Charter, provided that the voting power of the Proxy Shares will be capped at 7% of the outstanding voting power of New Charter. The Proxy Agreement provides that Liberty Broadband may not vote the Proxy Shares on certain reserved matters and provides that it will terminate no later than the fifth anniversary of the closing of the Transaction. So long as the Proxy remains in effect, Liberty Broadband will have a right of first refusal with respect to New Charter Shares that Advance/Newhouse proposes to transfer, subject to certain restrictions.

The agreements implementing the Transaction also contain certain provisions regarding governance, election and appointment of designees, limitation on share ownership and voting, standstill, transfer restrictions, rights plan, and preemptive rights. These provisions are generally described in the May 29 8-K and set forth in the accompanying agreements.

REQUEST

4. *Describe in detail John Malone's ownership, control (whether de jure, de facto or negative), or management of Charter, Time Warner Cable, DIRECTV, Liberty Media, Liberty Broadband, Liberty Interactive, Liberty Cablevision of Puerto Rico, Liberty Global, Liberty Ventures Group, Discovery Communications, Starz, New Charter and any other MVPDs and programmers not listed herein for which he owns an interest. For each entity in which John Malone manages, controls, or has an ownership interest, please describe: (i) the nature and extent of the ownership interest and all board representation, management rights, voting rights, veto rights, or veto power; and (ii) all effects that the proposed Transaction, if consummated, would have on the interests described in response to (i).*

Response to Request No. 4:

The FCC staff has agreed that the MVPDs and programmers of interest are limited to those in the United States, including Puerto Rico.

Response to 4(i):

Dr. Malone has the following positional and ownership⁴ interests responsive to this Request:

Charter Communications, Inc.:

Director, serves on Nominating and Corporate Governance Committee;
(Liberty Broadband owns 25.74% of Charter);

⁴ The percentage holdings for Dr. Malone include shares held directly by Dr. Malone and any shares held by his spouse, the Malone Family Foundation, the Malone Family Land Preservation Foundation, and two charitable remainder unitrusts, the John C. Malone June 2003 Charitable Remainder Unitrust, and the Malone LG 2013 Charitable Remainder Unitrust. All percentages are based upon the most recent, publicly-available stock ownership information.

Discovery Communications, Inc.:

Director, serves on Executive Committee;
28.6% voting interest and 4.8% equity interest;

Liberty Broadband:

Chairman of the Board and Director, serves on Executive Committee;
46.6% voting interest and 8.7% equity interest;

Liberty Global plc:

Chairman of the Board and Director, serves on Executive Committee and Succession Planning Committee;
24.6% voting interest and 2.5% equity interest (Liberty Global in turn owns, through a subsidiary, 60% of Liberty Cablevision of Puerto Rico, LLC);

Liberty Interactive Corporation:

Chairman of the Board and Director, serves on Executive Committee;
35.2% voting interest and 5.6% equity interest;⁵

Liberty Media Corporation:

Chairman of the Board and Director, serves on Executive Committee;
47.1% voting interest and 9.0% equity interest;

Lions Gate Entertainment Corp.:

Director;
3.0% voting interest and 3.0% equity interest;⁶

Starz:

31.9% voting interest and a 6.1% equity interest.⁷

Dr. Malone does not have an ownership interest in Time Warner Cable, an attributable ownership interest in DIRECTV, or an attributable positional interest in either Time Warner Cable or DIRECTV.

⁵ Liberty Interactive has two tracking stocks, the QVC Group common stock and Liberty Ventures common stock, which are intended to track and reflect the economic performance of the QVC Group and Liberty Ventures Group, respectively. Dr. Malone has a 32.6% voting interest and a 5.5% equity interest in the Liberty Ventures tracking stock group and a 35.9% voting interest and a 5.7% equity interest in the QVC Group.

⁶ Lions Gate owns 31.2% of EPIX, 50% of Pop, and 14.7% voting interest and 4.6% equity interest in Starz. Lions Gate has entered into a proxy agreement pursuant to which Dr. Malone is entitled to vote the shares of Starz common stock owned by Lions Gate (subject to certain limited exceptions) (the "LGF Proxy").

⁷ Excludes the shares of Starz common stock subject to the LGF Proxy.

Response to 4(ii):

After the Transaction is consummated, it is estimated that Liberty Broadband will own, of record, approximately 17% - 19% of New Charter common stock and Liberty Interactive will own, of record, approximately 1.7% - 1.9% of New Charter common stock.

REQUEST

5. *For the companies listed in the Company's response to Information Request 4, provide all documents relating to the Company's current or future plans related to the acquisition or divestiture of ownership interests, whether partial or in full, in these entities and/or relating to any of the Company's Attributable Interest holder's current or future plans related to the acquisition or divestiture of ownership interests, whether full or partial in these companies.*

Response to Request No. 5:

Consistent with discussions with the Commission staff, Liberty Broadband presently is reviewing its files for documents potentially responsive to this Request. Liberty Broadband will supplement its response promptly upon completing such review.

REQUEST

6. *Provide all documents relating to any:*
 - a. *financial or management relationships between you and Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest, including all Affiliates and Subsidiaries, or any technical, management, administrative, or other services provided by you to Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest relating to the media-related activities of such programmers; and*
 - b. *involvement of John Malone or other Company officers, directors, or employees in the management or operation of Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest, including, but not limited to: (1) decisions or discussions regarding which programming is presented by the programmer; (2) whether to distribute, not distribute, or stop distributing any Video Programming to any MVPD or OVD; (3) budget development or operation of Video Programming services; (4) hiring, firing, or supervising of employees; or (5) assessing the performance of any Video Programming distributed, or licensed to other distributors.*

Response to Request No. 6:

Consistent with discussions with the Commission staff, Liberty Broadband presently is reviewing its files for documents potentially responsive to this Request. Liberty Broadband will supplement its response promptly upon completing such review.

REQUEST

7. *Provide all documents discussing plans to provide the Video Programming affiliated with the Company or any of its directors, including Discovery, Starz, Charter, New Charter, or any other programmer or MVPD in which the Company has an Attributable Interest, to unaffiliated OVDs, including, but not limited to: (1) the minimum viable scale necessary for OVD entry; (2) the time required to roll out the OVD service and the steps taken or additional steps that the Company would need to take to launch the service; (3) all effects that the Transaction, if consummated, would have on these plans; and (4) presentations to management committees, executive committees, and boards of directors. For regularly prepared budgets and financial projections, the Company need only provide one copy of final year-end documents for each year and cumulative year-to-date documents for the current year.*

Response to Request No. 7:

Consistent with discussions with the Commission staff, Liberty Broadband presently is reviewing its files for documents potentially responsive to this Request. Liberty Broadband will supplement its response promptly upon completing such review.

REQUEST

8. *Identify each instance in which the Company analyzed or considered introducing or acquiring an OVD service (including in-footprint service or out-of-footprint service, and any OVD service proposed or offered by Discovery Communications, Starz or any other programmer in which the Company has an Attributable Interest) and for each such instance:*
 - a. *describe the timing of the analysis or consideration;*
 - b. *describe the service, including content, projected prices, and customers to which it would be offered, including whether the intended customers would be existing customers, other customers within your footprint, and customers outside your footprint;*
 - c. *discuss any decision made and the reasons for the decision or factors considered;*
 - d. *identify all employees or agents of the Company involved in the analysis or consideration;*
 - e. *provide all documents related to the analysis and consideration; and*
 - f. *identify documents sufficient to support your answers for each (a), (b), (c), and (d) above.*

Response to Request No. 8:

Consistent with discussions with the Commission staff, Liberty Broadband presently is reviewing its files for information and documents potentially responsive to this Request. Liberty Broadband will supplement its response promptly upon completing such review.

REQUEST

9. *Submit all documents discussing: the CBS All Access service; Comcast's Stream service; DISH's Sling TV service; HBO Now; Sony Entertainment Network's Vue service; or any over-the-top video streaming service that may be offered by you.*

Response to Request No. 9:

Consistent with discussions with the Commission staff, Liberty Broadband presently is reviewing its files for documents potentially responsive to this Request. Liberty Broadband will supplement its response promptly upon completing such review.

REQUEST

10. *Describe in detail, and produce and identify all documents relating to: (i) John Malone and your incentive and ability, or lack thereof, to take actions that conflict with or support New Charter's interests; and (ii) each one's incentive and ability to withhold programming or particular rights to distribute programming from other MVPDs or OVDs in order to favor or protect New Charter or to increase New Charter's sales.*

Response to Request No. 10(i):

Neither Dr. Malone nor other representatives of Liberty Broadband have the incentive or ability to take actions that conflict with or support New Charter's interests to the extent that any such actions would present a conflict of interest with respect to New Charter or to other entities. Liberty Broadband has no attributable ownership interests in video programmers, other MVPDs, or OVDs. Liberty Broadband refers to Charter's detailed review of the provisions in the Transaction documents, as well as the "Related Parties Policy" to be adopted by New Charter, potentially applicable provisions of Delaware law, and the corporate governance documents of Charter, Liberty Broadband, and, for an example, Discovery⁸ to demonstrate that neither Liberty Broadband nor Dr. Malone has the "ability" to "take actions that conflict with or support New Charter's interests" in the face of other conflicts of interest. See Charter Communications' Response to FCC's Information and Data Request No. 16, at 105-113.

Response to Request No. 10(ii):

With respect to Dr. Malone's positional and ownership interest in Discovery and ownership interest in Starz, Liberty Broadband refers to the Analysis of Video Programming Foreclosure Issues involving Dr. John Malone and Advance/Newhouse Partnership, dated November 2, 2015, by S. Salop, *et al.* ("Analysis of Video Programming Foreclosure Issues"),

⁸ Liberty Broadband is producing in response to Request No. 14 the Codes of Conduct and/or Ethics and corporate governance guidelines for Charter, Discovery, Liberty Broadband, Liberty Media, and Starz. See Document Nos. LBR-0012471-0012558. The codes for each of those entities make clear that they are applicable to directors and that directors, officers, and employees "will act at all times in the Company's best interest and will use our best efforts to avoid the appearance of, as well as any actual, conflict of interest." See, e.g., Liberty Broadband's Code of Business Conduct and Ethics at LBR-0012537.

and submitted as Exhibit C to Charter's Opposition to Petitions to Deny and Response to Comments, dated November 2, 2015. After conducting detailed empirical analyses of any such potential incentives, using the Discovery programming service⁹ for their analyses, the authors of the Analysis of Video Programming Foreclosure Issues conclude, at ¶105, that Dr. Malone would have no such incentive and that "the creation of New Charter is unlikely to create input or customer foreclosure concerns regarding Discovery and Starz." The same potentially applicable provisions of Delaware law and corporate governance documents noted in the Response to Subpart (i) also ensure that Dr. Malone does not have the "ability" to pursue actions that would constitute a conflict of interest with respect to such programming entities. As noted above, Liberty Broadband does not have an attributable interest in any video programming service.

* * *

Consistent with discussions with the Commission staff, Liberty Broadband presently is reviewing its files for documents potentially responsive to this Request. Liberty Broadband will supplement its response promptly upon completing such review.

REQUEST

11. Identify each instance, including the relevant dates, where an MVPD has discussed with you or any of your officers, directors, or executives raising, threatened to raise, or has raised, a program access complaint as a means to obtain the right to distribute video programming in which you or any of your officers, directors, or executives, or any entity sharing officers, directors, executives or attributable interest holders with New Charter, has an attributable interest or has distribution rights, including via VOD and PPV, and separately for each type of video programming (i.e., standard or high definition), describe:

- a. the nature of the dispute or issue;*
- b. the persons involved in the dispute; and*
- c. how and whether the dispute or issue was resolved. To the extent the dispute was settled, explain whether the settlement required program access to the complaining party, and produce all documents relating to each instance identified, and any settlement thereof.*

Response to Request No. 11:

Consistent with discussions with the Commission staff, Liberty Broadband presently is reviewing its files for information and documents potentially responsive to this Request. Liberty Broadband will supplement its response promptly upon completing such review.

⁹ Although the authors did not conduct a similar detailed empirical analysis for Starz, they commented that their analysis would be applicable and concluded that "we doubt that such a customer foreclosure would be profitable" for Starz. Analysis of Video Programming Foreclosure Issues, at ¶104.

REQUEST

12. The Applicants state that "there are a number of specific precautions in place to...ensure that Liberty Broadband and Advance/Newhouse cannot improperly influence New Charter." Public Interest Statement at 54. Describe in detail, and produce all documents relating to, reflecting, considering, or describing any "specific precautions" that will exist following the consummation of the transaction ensuring that:

- a. John Malone, Advance/Newhouse, and you cannot improperly influence New Charter; and
- b. John Malone, Advance/Newhouse, and you will not withhold, or cause the withholding of, programming from MVPDs or OVDs in order to favor or protect New Charter or increase New Charter's sales.

Response to Request No. 12(a):

In responding to that portion of Request No. 10 regarding whether Liberty Broadband or Dr. Malone has the "ability" to take the posited actions, Liberty Broadband referred to the "specific precautions" that would exist after consummation of the transaction to ensure that either could not "improperly influence" New Charter. Thus, Liberty Broadband again refers to Charter's detailed review of the provisions in the Transaction documents, as well as the "Related Parties Policy" to be adopted by New Charter, potentially applicable provisions of Delaware law, and the corporate governance documents of Charter, Liberty Broadband, and, for an example, Discovery,¹⁰ to demonstrate that neither Liberty Broadband nor Dr. Malone or Advance/Newhouse has the "ability" to "take actions that conflict with or support New Charter's interests" in the face of other conflicts of interest. See Charter Communications' Response to FCC's Information and Data Request No. 16, at 105-113.

Response to Request No. 12(b):

Likewise, Liberty Broadband provided the information responsive to this Request in its Response to Request No. 10. The same potentially applicable provisions of Delaware law and corporate governance documents noted in the Response to Subpart (a) also ensure that neither Liberty Broadband nor Dr. Malone may withhold or cause the withholding of video programming from MVPDs or OVDs "to favor or protect New Charter or increase New Charter's sales."

* * *

Consistent with discussions with the Commission staff, Liberty Broadband presently is reviewing its files for documents potentially responsive to this Request. Liberty Broadband will supplement its response promptly upon completing such review.

¹⁰ See Note 7 and Document Nos. LBR-0012471-0012558.

REQUEST

13. Submit all documents relating to any plans of, interest in, or efforts undertaken by the Company or any other person for any acquisition, divestiture, joint venture, alliance, or merger of any kind involving the sale of any relevant service other than the Transaction. Describe, and identify documents sufficient to show each instance when the Company attempted to partner with an MVPD to achieve joint objectives, including but not limited to, attempts to launch or deploy a coordinated or joint OVD service, business services, reciprocal access to Wi-Fi networks, out of home data access service, or mobile wireless service (e.g., sales agent, reseller, mobile virtual network operator). In the description, state the results of each instance and the reasons for its success or failure.

Response to Request No. 13:

Consistent with discussions with the Commission staff, Liberty Broadband presently is reviewing its files for documents potentially responsive to this Request. Liberty Broadband will supplement its response promptly upon completing such review.

REQUEST

14. Provide one copy of each related person transaction policy or procedure, including policies or procedures for Charter, Discovery, Liberty Broadband, Liberty Media, and Starz. For each policy and procedure, separately identify the persons, parties, or entities that are deemed related to John Malone and each director or officer of the Company.

Response to Request No. 14:

Documents comprising the corporate governance policies and codes of conduct for the listed entities are being produced as Document Nos. LBR-0012471-0012558. Liberty Broadband has identified those persons having positional interests in each of Discovery, Liberty Broadband, Liberty Interactive, Liberty Media, and Starz (directors and executive officers) and any stockholders having more than 5% of an entity's common stock (either voting or non-voting) in the annexed Schedule 14.¹¹ It does not have sufficient information to identify all Persons who might qualify as an Related Party under Item 404(a) of Regulation S-K, which is a broadly defined term.¹²

¹¹ Liberty Broadband has set forth Dr. Malone's ownership interests in the Response to Request No. 4.

¹² "Related Party" is defined to include a director (generally including any director nominee), executive officer, person known by the company to be the beneficial owner of more than 5% of the company's common stock, or a person known by the company to be an immediate family member of any of the foregoing. An "immediate family member" includes a child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such director, executive officer, nominee for director or beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee for director or beneficial owner.

REQUEST

- 15. Provide all documents the Company has provided to the Department of Justice during the course of its investigation into the proposed Transaction. There is a continuing obligation to supplement responses to this information request as documents are provided to DOJ.*

Response to Request No. 15:

Consistent with discussions with the Commission staff, Liberty Broadband will supplement its Response and produce documents responsive to this Request. Pursuant to agreement with the Commission staff, information in board materials which is unrelated to the Transaction or predecessor transactions, video programming services and OVDs or OTT distributors will be redacted.

REQUEST

- 16. Provide one copy of (and identify the Bates number of) each agenda, summary, or minutes of any meeting of the board of directors of the Company, and one copy of each presentation or other document provided to the board (except documents solely relating to environmental, tax, human resources, OSHA, or ERISA issues).*

Response to Request No. 16:

Consistent with discussions with the Commission staff, Liberty Broadband presently is reviewing its files for documents potentially responsive to this Request. Liberty Broadband will supplement its response promptly upon completing such review. Pursuant to agreement with the Commission staff, information in board materials which is unrelated to the Transaction or predecessor transactions, video programming services and OVDs or OTT distributors is being redacted as irrelevant.

REQUEST

- 17. Provide in Excel format, a chart listing the identity of each document cited in or used to support your narrative responses to each of the Information and Data Requests and for each document include the Information and Data Request number(s) for which it was used.*

Response to Request No. 17:

Liberty Broadband provides the requested information in Excel format in the annexed Schedule 17.

Brief Biographies of Directors of Liberty Broadband

Directors	Biography	Length of Term
Richard R. Green	Dr. Green has served as a director Liberty Broadband since November 2014. For over 20 years, Dr. Green served as President and Chief Executive Officer of CableLabs® before retiring in December 2009. Prior to joining CableLabs®, he was a senior vice president at PBS from 1984 through 1988, and served as a director of CBS's AdvancedTelevision Technology Laboratory from 1980 through 1983. Dr. Green is a Professor of Engineering and Director of the Center of Technology and Innovation at the University of Denver. He also serves as a director of Jones/NCTI, a Jones Knowledge Company, which is a workforce performance solutions company for individuals and broadband companies.	Until 2016
Gregory B. Maffei	Mr. Maffei has served as a director and the President and Chief Executive Officer of Liberty Broadband since June 2014, Liberty Media (including its predecessor) since May 2007 and Liberty TripAdvisor since July 2013. He has served as the President and Chief Executive Officer of Liberty Interactive Corporation since February 2006 and as a director since November 2005. He also served as its CEO-Elect from November 2005 through February 2006. Prior thereto, Mr. Maffei served as President and Chief Financial Officer of Oracle Corporation, Chairman, President and Chief Executive Officer of 360networks Corporation, and Chief Financial Officer of Microsoft Corporation.	Until 2016
John C. Malone (Chairman)	Mr. Malone has served as the Chairman of the Board of Liberty Broadband since November 2014. He served as Chairman of the Board of Liberty Interactive, including its predecessors, since its inception in 1994 and served as Liberty Interactive's Chief Executive Officer from August 2005 to February 2006. Mr. Malone served as Chairman of the Board of Tele-Communications, Inc. (TCI) from November 1996 until March 1999, when it was acquired by AT&T Corp., and as Chief Executive Officer of TCI from January 1994 to March 1997.	Until 2017
J. David Wargo	A director of Liberty Broadband since March 2015, Mr. Wargo is the founder and president of Wargo & Company, Inc., a private company specializing in investing in the communications	Until 2018

Directors	Biography	Length of Term
	<p>industry since 1993. Mr. Wargo is a co-founder and was a member of New Mountain Capital, LLC from 2000 to 2008. Prior to starting Wargo & Company, he was a managing director and senior analyst of The Putnam Companies from 1989 to 1992, senior vice president and a partner in Marble Arch Partners from 1985 to 1989 and senior analyst, assistant director of research and a partner in State Street Research and Management Company from 1978 to 1985.</p>	
<p>John E. Welsh III</p>	<p>Mr. Welsh has served as a director of Liberty Broadband since November 2014. Mr. Welsh has served as the President of Avalon Capital Partners LLC, an investment firm, since 2002. He served as a director of CIP Management LLC from October 2000 to December 2002 and as Managing Director and Vice-Chairman of the Board of SkyTel Communications, Inc. from 1992 to 1999. Prior to 1992, Mr. Welsh was Managing Director of Investment Banking of Prudential Securities, Inc. and Co-Head of the Mergers and Acquisitions Department.</p>	<p>Until 2017</p>

Brief Biographies of Directors of Starz

Directors	Biography	Length of Term
Christopher P. Albrecht	Mr. Albrecht has served as the Chief Executive Officer and a director of Starz since January 2013. He has served as the Chief Executive Officer of Starz, LLC since January 2010 and served as the President of Starz, LLC from January 2010 to February 2012. He has served as the Chief Executive Officer of Starz Entertainment, LLC (Starz Entertainment) since January 2010 and served as the Chairman of Starz Entertainment from January 2010 to February 2012. He came to Starz, LLC from Foresee Entertainment, which he founded in 2008. Mr. Albrecht spent more than 20 years at HBO and was the Chairman and the Chief Executive Officer from 2002 to 2007. Before becoming Chairman, he spent seven years as the President of HBO Original Programming.	Until 2017
Irving L. Azoff	Mr. Azoff has served as a member of the board of directors of Starz since January 2013. He is the founder and the Chairman of Azoff Music Management Group, Inc. and has served as the Chairman and the Chief Executive Officer of Azoff MSG Entertainment, LLC since August 2013. He served as a director of Live Nation from January 2010 to December 2012, and as the Chairman of the Board of Live Nation from February 2011 to December 2012. He has also served as the Chairman and Chief Executive Officer of Front Line Management Group, Inc. from January 2005 to December 2012. Before joining Live Nation in 2010, Mr. Azoff was the Chief Executive Officer of Ticketmaster Entertainment, Inc. from October 2008 to January 2010.	Until 2016
Andrew T. Heller	Mr. Heller has served as a director of Starz since August 2013. He served as a consultant for MacAndrews & Forbes Holdings Inc., a privately owned company, from April 2013 until May 2014. He retired from Turner Broadcasting System, Inc. (TBS) in March 2013 after 27 ½ years as an employee of Time Warner, Inc. As a past President of Turner Network Sales, he was responsible for running the distribution of 10 domestic networks to the cable, satellite and telecommunications industries, while also serving as the Chairman of Turner Private Networks, including CNN Airport Network and Turner-in-flight services. He also was	Until 2018

Directors	Biography	Length of Term
	responsible for business development for TBS. Previously, Mr. Heller was an Assistant General Counsel of Time Warner Cable, before which he served as the Associate Counsel and a Senior Counsel, Litigation, for Home Box Office, Inc. He served as the Chair of Cable and Telecommunication Association for Marketing (CTAM) Educational Foundation Board, and was a member of the CTAM and Cable Center Boards of Directors.	
Susan M. Lyne	Ms. Lyne has served as a member of the board of directors of Starz since January 2013. Ms. Lyne has served as the President of BBG Ventures at AOL, Inc. since September 2014. Ms. Lyne served as the Executive Vice President and Chief Executive Officer of AOL, Inc.'s Brand Group from February 2013 to September 2014. She has served as the Vice Chairman of Gilt Groupe, Inc. (Gilt Groupe) since February 2013, having previously served as the Chairman from September 2010 to February 2013. Previously, she was Gilt Groupe's Chief Executive Officer from September 2008 to September 2010. Ms. Lyne served as the President and the Chief Executive Officer of Martha Stewart Living Omnimedia, Inc. from November 2004 to June 2008.	Until 2016
Gregory B. Maffei	Mr. Maffei has served as the Chairman of the Board of Starz since January 2013. He has served as a director and the President and the Chief Executive Officer of Liberty Media Corporation since May 2007, Liberty TripAdvisor Holdings, Inc. since July 2013 and Liberty Broadband Corporation since June 2014. He has served as the President and the Chief Executive Officer of Liberty Interactive since February 2006 and as a director since November 2005. He also served as its CEO-Elect from November 2005 through February 2006. Prior thereto, Mr. Maffei served as the President and the Chief Financial Officer of Oracle Corporation, the Chairman, the President and the Chief Executive Officer of 360networks Corporation, and the Chief Financial Officer of Microsoft Corporation.	Until 2016
Jeffrey F. Sagansky	Mr. Sagansky has served as a director of Starz since January 2013. He served as the President of Silver Eagle Acquisition Company (Silver Eagle) from May 2013 until April 2015 when Silver Eagle	Until 2018

Directors	Biography	Length of Term
	<p>acquired 38% of NASDAQ-traded Videocon DTH, a leading satellite TV provider in India. Mr. Sagansky served as a co-founder and the President of Global Eagle Acquisition Corp. from April 2011 to January 2013 when the company effected a merger to create NASDAQ-traded Global Eagle Entertainment, a leading provider of inflight entertainment and connectivity. From January 2007 to June 2012, he served as the Chairman of Elm Tree Partners, a private casino development company. He has served as the Chairman and a co-founder of Hemisphere Media Capital, a private motion picture and television finance company since 2008. Mr. Sagansky previously served as the Chief Executive Officer of Paxson Communications, a Co-President of Sony Pictures Entertainment and the Chief Executive Officer of CBS Entertainment.</p>	
Daniel E. Sanchez	<p>Mr. Sanchez has served as a director of Starz since January 2013. Since January 2007, Mr. Sanchez has engaged in the private practice of law, representing individual and business clients in a variety of non-litigation areas. His practice is currently focused on the area of tax planning. He is a full member of the Board of Ethics of the City of Stamford, CT, and was appointed to that position by the mayor in 2012.</p>	Until 2017
Charles Y. Tanabe	<p>Mr. Tanabe has served as a director of Starz since January 2013. He served as an Executive Vice President and the General Counsel of Starz's predecessor, Liberty Media, from May 2007 to December 2012. Mr. Tanabe also served as an Executive Vice President of Liberty Interactive Corporation (Liberty Interactive) from January 2007 to December 2012 and as the General Counsel from January 1999 to December 2012. He also served as a Senior Vice President of Liberty Interactive from January 1999 to December 2006 and as the Secretary from April 2001 to December 2007.</p>	Until 2018

Directors	Biography	Length of Term
Robert S. Wiesenthal	<p>Mr. Wiesenthal has served as a director of Starz since January 2013. Mr. Wiesenthal joined Warner Music Group as the Chief Operating Officer in January of 2013. From 2000 to 2012, Mr. Wiesenthal held various positions at Sony Corporation including: a Group Executive, Sony Corporation; an Executive Vice President and the Chief Financial Officer, Sony Corporation of America; an Executive Vice President and the Chief Strategy Officer, Sony Entertainment, Inc.; and the President at Sony/ATV International. He was a member of Sony Pictures Entertainment's Operating Committee and sat on the board of directors of Sony Music Entertainment, Sony Ericsson Mobile Communications, Sony/ATV Music Publishing LLC and EMI Music Publishing Group, Inc. Prior to joining Sony, Mr. Wiesenthal was associated with Credit Suisse First Boston, joining the firm's Mergers and Acquisitions Group in 1988, the firm's Media Group in 1993 and, from 1999 to 2000, serving as a Managing Director and head of the firm's Entertainment and Digital Media practices.</p>	Until 2017

Brief Biographies of Directors of Liberty Global plc

Directors	Biography	Length of Term
Andrew J. Cole	Mr. Cole became a director in June 2013 in connection with Liberty Global's acquisition of Virgin Media and is a member of the nominating and corporate governance committee of Liberty Global's board. Until June 2013, he was a director of Virgin Media, then a public company, for almost five years where he also served on the compensation and the nominating and corporate governance committees of the Virgin Media board.	Until 2016
John P. Cole, Jr.	Mr. Cole has served as one of Liberty Global's directors since June 2005 and is a member of the compensation and the nominating and corporate governance committees of Liberty Global's board. He was a director of United Global Com, Inc. (now known as UnitedGlobalCom LLC) ("UGC"), from March 1998 until UGC's business combination with LGI International. From February 1999 to September 2003, he was also a member of the supervisory board of UGC's publicly-held subsidiary, United Pan-Europe Communications N.V. ("UPC"). His prior public company board experience also includes serving as a director of Century Communications Corp., at the time a large U.S. multiple cable system operator, from October 1997 to October 1999 when it was acquired by another corporation.	Until 2016
Miranda Curtis	Ms. Curtis has served as one of Liberty Global's directors since June 2010 and is a member of the audit, the nominating and corporate governance and the succession planning committees of Liberty Global's board. Until March 31, 2010, Ms. Curtis was the president of the Liberty Global Japan division. She served as senior vice president of one of Liberty Global's predecessors, LGI International, and president of its Asia division from March 2004 to June 2005.	Until 2017
John W. Dick	Mr. Dick has served as one of Liberty Global's directors since June 2005 and is a member of the audit and the nominating and corporate governance committees of Liberty Global's board. He was a director of UGC from March 2003 until UGC's business combination with LGI International. Prior to that, he was a member of the supervisory board of UGC's publicly-held subsidiary, UPC, from May 2001 to September 2003. Mr. Dick has over 40	Until 2017

Directors	Biography	Length of Term
	years of experience as a founder, director and chairman of public and private companies in a variety of industries, including real estate, automotive, telecommunications, oil exploration and international shipping based in a number of countries and regions, including the U.S., Canada, Europe, Australia, Russia, China and Africa.	
Michael T. Fries	Mr. Fries has served as Liberty Global's chief executive officer, president and vice chairman of Liberty Global's board since June 2005. He was chief executive officer of UGC from January 2004 until the businesses of UGC and LGI International, Inc. (LGI International) were combined under Liberty Global's predecessor LGI.	Until 2018
Paul A. Gould	Mr. Gould has served as one of Liberty Global's directors since June 2005 and is the chair of the audit committee and a member of the nominating and corporate governance and the succession planning committees of Liberty Global's board. He was a director of UGC from January 2004 until UGC's business combination with LGI International.	Until 2018
Richard R. Green	Mr. Green has served as one of Liberty Global's directors since December 2008 and is a member of the nominating and corporate governance committee of Liberty Global's board. For over 20 years, Mr. Green served as president and chief executive officer of CableLabs® before retiring in December 2009. While at CableLabs®, Mr. Green oversaw the development of DOCSIS technology, the establishment of common specifications for digital voice and the deployment of interactive television, among other technologies for the cable industry. Prior to joining CableLabs®, he was a senior vice president at PBS (1984 – 1988), where he was instrumental in establishing PBS as a leader in high definition television and digital audio transmission technology, and served as a director of CBS's Advanced Television Technology Laboratory (1980 – 1983), where he managed and produced the first high definition television programs in December 1981, among other accomplishments.	Until 2016
John C. Malone	Mr. Malone has served as Liberty Global's chairman of the board and as one of Liberty Global's directors since its inception and is a member of the executive and the succession	Until 2018

Directors	Biography	Length of Term
	planning committees of Liberty Global's board. He was president, chief executive officer and chairman of the board of LGI International, from March 2004 to June 2005. Mr. Malone served as a director of UGC and its predecessors from November 1999 to July 2013.	
David E. Rapley	Mr. Rapley has served as one of Liberty Global's directors since June 2005 and is the chair of the nominating and corporate governance committee and a member of the succession planning committee of Liberty Global's board. He was a director of LGI International from May 2004 to June 2005.	Until 2016
Larry E. Romrell	Mr. Romrell has served as one of Liberty Global's directors since June 2005 and is a member of the compensation and the nominating and corporate governance committees of Liberty Global's board. He was a director of LGI International from May 2004 to June 2005. Mr. Romrell has over 30 years of experience in the telecommunications industry. He was an executive vice president of TCI from January 1994 to March 1999, when it was acquired by AT&T Corporation, and a senior vice president of TCI from 1991 to 1994. Prior to becoming an executive officer at TCI, Mr. Romrell was president and chief executive officer of WestMarc Communications, Inc., a subsidiary of TCI engaged in the cable television and common carrier microwave communications businesses, and held various executive positions with that company (formerly known as Western Tele-Communications, Inc.) for almost 20 years, including when it was a separate public company. As an executive at TCI, Mr. Romrell oversaw TCI's investments in and development of companies engaged in other telecommunications businesses, including At Home Corporation (@Home), a provider of high speed multimedia internet services, and Teleport Communications Group Inc. (TCG), a competitive local exchange carrier.	Until 2018
J.C. Sparkman	Mr. Sparkman has served as one of Liberty Global's directors since June 2005 and is the chair of the compensation committee and a member of the nominating and corporate governance and the succession planning committees of Liberty Global's board. He was a director of LGI	Until 2017

Directors	Biography	Length of Term
	<p>International, from November 2004 to June 2005. He was executive vice president and chief operating officer of TCI for eight years until his retirement in 1995. During his over 26 years with TCI, he held various management positions of increasing responsibility, overseeing TCI's cable operations as that company grew through acquisitions, construction of new networks and expansion of existing networks into the largest multiple cable system operator in the U.S. at the time of his retirement. In September 1999, he co-founded Broadband Services, Inc., a provider of asset management, logistics, installation and repair services for telecommunications service providers and equipment manufacturers domestically and internationally. He served as chairman of the board and co-chief executive officer of Broadband Services until December 2003.</p>	
<p>J. David Wargo</p>	<p>Mr. Wargo has served as one of Liberty Global's directors since June 2005 and is a member of the audit and the nominating and corporate governance committees of Liberty Global's board. He was a director of LGI International, from May 2004 to June 2005. He is the founder and president of Wargo & Company, Inc., a private company specializing in investing in the communications industry since 1993. Mr. Wargo is a co-founder and was a member of New Mountain Capital, LLC from 2000 to 2008. Prior to starting Wargo & Company, he was a managing director and senior analyst of The Putnam Companies (1989 – 1992), senior vice president and a partner in Marble Arch Partners (1985 – 1989) and senior analyst and a partner in State Street Research and Management Company (1978 – 1985).</p>	<p>Until 2017</p>

Brief Biographies of Directors of Lions Gate Entertainment Corp.

Directors	Biography	Length of Term
Michael Burns	Mr. Burns served as Managing Director and Head of the Office at Prudential Securities Inc.'s Los Angeles Investment Banking Office from 1991 to March 2000. Mr. Burns served for nine years as managing director and head of Prudential Securities' Los Angeles investment banking office and specialized in raising equity within the media and entertainment industry. Prior to joining Prudential, he spent nine years at Shearson/American Express (now Morgan Stanley) in New York and Los Angeles.	Until 2016
Gordon Crawford	Since June 1971, Mr. Crawford served in various positions at Capital Research and Management, a privately held investment management company. In December 2012, Mr. Crawford retired as its Senior Vice President. Currently, Mr. Crawford serves as Chairman of the Board of Trustees of the U.S. Olympic and Paralympic Foundation, and is a Life Trustee on the Board of Trustees of Southern California Public Radio. Mr. Crawford formerly served as Vice Chairman at The Nature Conservancy and Vice Chairman of the Paley Center for Media.	Until 2016
Arthur Evrensel	Mr. Evrensel is a founding partner of the law firm of Michael, Evrensel & Pawar LLP, which was formed in February 2014. Prior to that, Mr. Evrensel was a partner with the law firm of Heenan Blaikie LLP from 1992 until February 2014. Mr. Evrensel is a leading counsel in entertainment law relating to television and motion picture development, production, financing and distribution, as well as in the areas of new media and video game law.	Until 2016
Jon Feltheimer	Mr. Feltheimer worked for Sony Pictures Entertainment from 1991 to 1999, serving as Founder and President of TriStar Television from 1991 to 1993, as President of Columbia TriStar Television from 1993 to 1995, and, from 1995 to 1999, as President of Columbia TriStar Television Group and Executive Vice President of Sony Pictures Entertainment.	Until 2016
Frank Giustra	Mr. Giustra is Chief Executive Officer of Fiore Financial Corporation, a private firm managing a broad portfolio of private equity investments and companies, specializing in food and lifestyle, art	Until 2016

Directors	Biography	Length of Term
	and entertainment, and in financing and creating public natural resource companies. From July 2010 to June 2013, Mr. Giustra was a member of the Board of Directors of Eacom Timber Corporation; from July 2008 to March 2011, a member of the Board of Directors of Gold Wheaton Gold Corp. (a former public company then listed on the Toronto Stock Exchange); from February 2010 to September 2010, a member of the Board of Directors of Crew Gold Corporation; and from October 2009 to September 2010, a member of the Board of Directors of Etruscan Resources Inc. (a former public company then listed on the Toronto Stock Exchange).	
Harald Ludwig	Since 1985, Mr. Ludwig has served as President and Chief Executive Officer of MacLuan Capital Corporation, a private equity firm. From 2010 to 2012, Mr. Ludwig was a director of Prima Columbia Hardwood Inc.; from 2011 to 2013, a director of West African Iron Ore Corp.; and from 2011 to 2013, a director of Zattikka plc.	Until 2016
Dr. John C. Malone	Dr. Malone has served as the Chairman of the Board and a director of Liberty Interactive Corporation since 1994, as Chairman of the Board of Liberty Media Corporation since August 2011 and as a director since December 2010; as a director of Charter Communications since May 2013; as Chairman of the Board of Liberty Global plc since June 2013; as Chairman of the Board of Liberty TripAdvisor Holdings since August 2014; and as Chairman of the Board of Liberty Broadband Corporation since November 2014. Dr. Malone served as Liberty Interactive's Chief Executive Officer from August 2005 through February 2006. Dr. Malone has served as the Chairman of the Board of Liberty Global since June 2013, having previously served as Chairman of the Board of Liberty Global's predecessor, Liberty Global, Inc. from June 2005 to June 2013. Dr. Malone has also been a director of Discovery Communications, Inc. since September 2008. Dr. Malone served as a director of Discovery Holding Company from May 2005 to September 2008 when it merged with Discovery Communications, Inc., creating a new public company. Dr. Malone served as Chief Executive Officer and Chairman of the Board of DHC from March 2005 to September	Until 2016

Directors	Biography	Length of Term
	<p>2008 and a director of DHC from May 2005 to September 2008. Dr. Malone has also served as a director of Expedia, Inc. since December 2012, having previously served as director from August 2005 to November 2012. Dr. Malone previously served as: (i) a director of Ascent Capital Group, Inc. from January 2010 to September 2012, (ii) a director of Live Nation Entertainment, Inc. from January 2010 to February 2011, (iii) the Chairman of the Board of DIRECTV from November 2009 to June 2010, and DIRECTV's predecessor, The DIRECTV Group, Inc. from February 2008 to November 2009, (iv) a director of IAC/InterActiveCorp from May 2006 to June 2010, and (v) a director of Sirius XM Radio Inc. from April 2009 to May 2013.</p>	
G. Scott Paterson	<p>Mr. Paterson was Vice Chairman of NeuLion Inc. until June 2015. NeuLion Inc. is a company specializing in the digital delivery of live sports to multiple Internet-connected devices for clients such as the NFL, NHL, NBA and UFC. Mr. Paterson is also Chairman of Symbility Solutions Inc, a TPG company, which is a software-as-a-service provider to P&C carriers, including Farmers, Erie and Royal Sun Alliance. From October 1998 to December 2001, Mr. Paterson served as Chairman and Chief Executive Officer of Yorkton Securities Inc. Mr. Paterson has also served as Chairman of the Canadian Venture Stock Exchange and as Vice Chairman of the Toronto Stock Exchange.</p>	Until 2016
Mark H. Rachesky, M.D.	<p>Dr. Rachesky is the founder and President of MHR Fund Management LLC, a New York based investment firm that manages approximately \$6 billion of capital and has holdings in public and private companies in a variety of industries. Dr. Rachesky formerly served on the Board of Directors of Neose Technologies, Inc. and NationsHealth, Inc., and was a director of Leap Wireless International, Inc. until its merger with AT&T in March 2014.</p>	Until 2016
Daryl Simm	<p>Since 1998, Mr. Simm has been Chairman and Chief Executive Officer of Omnicom Media Group, a division of Omnicom Group, Inc., of which he is an officer. Previously, Mr. Simm ran P&G Productions, a producer of television programming, where he was involved in large co-production ventures and international content distribution. Mr.</p>	Until 2016

Directors	Biography	Length of Term
	Simm was also the top media executive at Procter & Gamble.	
Hardwick Simmons	Mr. Simmons currently serves as Chairman of Stonetex Oil Company, and the Lead Director and Chairman of the Audit and Risk Committee of Raymond James Financial. From February 2001 to June 2003, Mr. Simmons served first as Chief Executive Officer and then as Chairman and Chief Executive Officer at The NASDAQ Stock Market Inc. From May 1991 to December 2000, Mr. Simmons served as President and Chief Executive Officer of Prudential Securities Incorporated.	Until 2016
Phyllis Yaffe	From June 2005 to December 2007, Ms. Yaffe was Chief Executive Officer and a member of the Board of Directors of Alliance Atlantis Communications, a media company for whom she has worked in several capacities since 1998. At Alliance Atlantis, Ms. Yaffe was responsible for overseeing worldwide operations, including all of its Canadian specialty television channels, its international television distribution business and the hit CSI franchise.	Until 2016

Directors, Executive Officers, and 5% Stockholders

Discovery Communications, Inc.

Executive Officers

David M. Zaslav, President and Chief Executive Officer
 Bruce L. Campbell, Chief Development and Digital Officer and General Counsel
 Jean-Briac Perrette, President, Discovery Networks International
 Adria Alpert Romm, Chief Global Human Resources and Diversity Officer
 Andrew Warren, Chief Financial Officer

Directors

S. Decker Anstrom
 Robert R. Beck
 Robert R. Bennett
 Paul A. Gould
 John C. Malone
 Robert J. Miron (Chairman)
 Steven A. Miron
 M. LaVoy Robison
 J. David Wargo
 David M. Zaslav

5% Stockholders

Name and Address	Amount of Beneficial Ownership	Equity Percent	Voting Percent (by Series)
Advance/Newhouse Programming Partnership 5000 Campuswood Drive E. Syracuse, NY 13057	Series A Common- 71,106,312 Series C Common- 151,571,266 Series A Preferred- 71,107,312 Series C Preferred- 40,231,977	Series A Common- 32.3% Series C Common- 35.2% Series A Preferred- 100% Series C Preferred- 100%	24.9% --% 100% --%
BlackRock Inc. 40 East 52nd Street New York, NY 10022	Series A Common- 12,431, 497 Series C Common- 15,221,598	Series A Common- 8.3% Series C Common- 5.4%	5.8% --%
The Bank of New York Mellon Corp One Wall Street, 31st Floor New York, NY 10286	Series A Common- 8,616,469	Series A Common- 5.8%	4.0%
The Vanguard Group, Inc. 100 Vanguard Boulevard Malvern, PA 19355	Series A Common- 11,063,163 Series C Common- 20,372,069	Series A Common- 7.4% Series C Common- 7.3%	5.2% --%

Name and Address	Amount of Beneficial Ownership	Equity Percent	Voting Percent (by Series)
Vulcan Value Partners, LLC. Three Protective Center 2801 Highway 280 South, Suite 300 Birmingham, AL 35223	Series C Common- 17,828,432	Series C Common- 6.4%	--%

Liberty Broadband Corporation

Executive Officers

Gregory B. Maffei, Chief Executive Officer, President
Richard N. Baer, Senior Vice President and General Counsel
Albert E. Rosenthaler, Senior Vice President
Christopher W. Shean, Senior Vice President and Chief Financial Officer

Directors

Richard R. Green
Gregory B. Maffei
John C. Malone (Chairman)
J. David Wargo
John E. Welsh III

5% Stockholders

Name and Address	Amount of Beneficial Ownership	Equity Percent	Voting Percent
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	LBRDA- 1,945,221 LBRDK- 4,917,108	LBRDA- 7.4% LBRDK- 6.6%	3.8%
D.E. Shaw & Co. Inc. 1166 Avenue of the Americas, 9th Floor New York, NY 10036	LBRDA- 1,400,997 LBRDK- 2,894,660	LBRDA- 5.4% LBRDK- 3.9%	2.8%
The Vanguard Group 100 Vanguard Boulevard Malvern, PA 19355	LBRDA- 1,570,865 LBRDK- 4,447,626	LBRDA- 6.0% LBRDK- 6.0%	3.1%
Clearbridge Investments, LLC 620 Eighth Avenue New York, NY 10018	LBRDA- 2,218,225 LBRDK- 3,626,228	LBRDA- 8.5% LBRDK- 4.9%	4.4%

Liberty Interactive Corporation

Executive Officers

Gregory B. Maffei, President and Chief Executive Officer
Richard N. Baer, Senior Vice President and General Counsel
Albert E. Rosenthaler, Senior Vice President
Christopher W. Shean, Senior Vice President and Chief Financial Officer

Directors

Michael A. George
M. Ian G. Gilchrist
Gregory B. Maffei
Evan D. Malone
John C. Malone (Chairman)
David E. Rapley
M. LaVoy Robison
Larry E. Romrell
Andrea L. Wong
Mark Vadon

5% Stockholders

Name and Address	Amount of Beneficial Ownership	Equity Percent	Voting Percent
Harris Associates L.P. 111 S. Wacker Drive, Suite 4600 Chicago, IL 60606	QVCA- 23,844,048 LVNTA- 284,008	QVCA- 5.4% LVNTA- <1%	2.6%
FPR Partners LLC 199 Fremont Street, Suite 2500 San Francisco, CA 94105-2261	QVCA- 4,249,815 LVNTA- 7,743,968	QVCA- <1% LVNTA- 5.8%	1.3%
Jana Partners LLC 767 Fifth Avenue, 8th Floor New York, NY 10153	LVNTA- 8,238,435	LVNTA- 6.1%	<1%
Jackson Square Partners, LLC 101 California Street, Suite 3750 San Francisco, CA 94111	QVCA- 28,398,093 LVNTA- 136,375	QVCA- 6.4% LVNTA- <1%	3.0%
Dodge & Cox 555 California Street, 40th Floor San Francisco, CA 94111	QVCA- 22,228,347 LVNTA- 3,228,528	QVCA- 5.0% LVNTA- 2.4%	2.7%

Liberty Media Corporation

Executive Officers

Gregory B. Maffei, President and Chief Executive Officer
Richard N. Baer, Senior Vice President and General Counsel
Albert E. Rosenthaler, Senior Vice President
Christopher W. Shean, Senior Vice President and Chief Financial Officer

Directors

Robert R. Bennett
Brian M. Deevy
M. Ian G. Gilchrist
Gregory B. Maffei
Evan D. Malone
John C. Malone (Chairman)
David R. Rapley
Larry E. Romrell
Andrea L. Wong

5% Stockholders

Name and Address	Amount of Beneficial Ownership	Equity Percent	Voting Percent
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	LMCA- 6,637,621 LMCK- 13,936,622	LMCA- 6.4% LMCK- 6.1%	3.3%
David E. Shaw ¹ c/o D.E. Shaw & Co. Inc. 1166 Avenue of the Americas, 9th Floor New York, NY 10036	LMCA- 5,575,888	LMCA- 5.3%	N/A

Starz

Executive Officers

Christopher P. Albrecht, Chief Executive Officer
Glenn E. Curtis, President
Scott D. Macdonald, Chief Financial Officer, Executive Vice President and Treasurer
Michael J. Thornton, Chief Revenue Officer and Executive Vice President

¹ Including stockholdings through D. E. Shaw Kalon Portfolios, L.L.C.; D. E. Shaw Heliant Manager, L.L.C.; D. E. Shaw Heliant Adviser, L.L.C.; D. E. Shaw & Co., L.L.C.; and D. E. Shaw & Co., L.P.

David I. Weil, Executive Vice President and General Counsel
Carmi D. Zlotnik, Managing Director

Directors

Christopher P. Albrecht
Irving L. Azoff
Andrew T. Heller
Susan M. Lyne
Gregory B. Maffei (Chairman)
Jeffrey F. Sagansky
Daniel E. Sanchez
Charles Y. Tanabe
Robert S. Wiesenthal

5% Stockholders

Name and Address	Amount of Beneficial Ownership	Equity Percent	Voting Percent
Manning & Napier Advisors, LLC 290 Woodcliff Drive Fairport, NY 14450	STRZA- 7,648,642	STRZA- 8.3%	4.0%
Horizon Kinetics LLC 470 Park Avenue South, 4th Floor South New York, NY 10016	STRZA- 7,596,006	STRZA- 8.2%	4.0%
Horizon Asset Management LLC 470 Park Avenue South, 4th Floor South New York, NY 10016	STRZA- 4,864,666	STRZA- 5.3%	2.5%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	STRZA- 6,154,683	STRZA- 6.7%	3.2%
FMR LLC 245 Summer Street Boston, MA 02210	STRZA- 5,028,271	STRZA- 5.5%	2.6%
Lions Gate Entertainment Corp. 250 Howe Street, 20th Floor Vancouver, BC A1 V6C #R8	STRZA- 2,118,038 STRZB- 2,590,597	STRZA- 2.3% STRZB- 26.2%	14.7%
FMR LLC, Edward C. Johnson and Abigail P. Johnson 245 Summer Street, Boston, Massachusetts 02210	STRZA- 9,318,330	STRZA- 10.115%	N/A

List of Documents Supporting Narrative Response
Liberty Broadband Corporation

Cited Document	Production Nos.	Information and Data Request
Form 8-K Current Report, filed by Liberty Broadband on May 29, 2015 and Exhibits	LBR-0012229-0012393	1(a)
Form 10-Q Quarterly Report, filed by Liberty Broadband on November 10, 2015, and Exhibits	LBR-0012394-0012436	1(a)
Schedule 14A Proxy Statement Liberty Broadband, filed August 11, 2015	LBR-0012437-0012461	1(a)
Schedule 14A Proxy Statement Liberty Broadband, Supplement No. 1, filed September 11, 2015	LBR-0012462-0012466	1(a)
Form 8-K Current Report, filed by Liberty Broadband on September 24, 2015	LBR-0012467-0012470	1(a)
Charter Communications, Inc. Corporate Governance Guidelines	LBR-0012471-0012473	10(i)
Charter Code of Conduct	LBR-0012474-0012493	10(i)
Charter Financial Code of Ethics Policy	LBR-0012494-0012495	10(i)
Discovery Communications, Inc. Corporate Governance Policy Manual	LBR-0012496-0012505	10(i)
Discovery Code of Ethics	LBR-0012506-0012529	10(i)
Liberty Broadband Corporate Governance Guidelines	LBR-0012530-0012533	10(i)
Liberty Broadband Code of Business Conduct and Ethics	LBR-0012534-0012539	10(i)
Liberty Media Corporate Governance Guidelines	LBR-0012540-0012542	10(i)
Liberty Media Code of Business Conduct and Ethics	LBR-0012543-0012548	10(i)
Starz Corporate Governance Guidelines	LBR-0012549-0012552	10(i)
Starz Code of Business Conduct and Ethics	LBR-0012553-0012558	10(i)
Schedule 14A Proxy Statement Discovery Communications, Inc., filed April 3, 2015	LBR-0012559-0012695	14
Schedule 14A Proxy Statement Liberty Broadband Corporation, filed April 22, 2015	LBR-0012696-0012774	14
Schedule 14A Proxy Statement Liberty Interactive Corporation, filed April 28, 2015	LBR-0012775-0012921	14
Schedule 14A Proxy Statement Liberty Media Corporation, filed April 17, 2015	LBR-0012922-0012998	14
Schedule 14A Proxy Statement Starz, filed April 23, 2015	LBR-0012999-0013079	2(e) and 14
Schedule 14A Proxy Statement Lions Gate Entertainment Corp., filed July 29, 2015	LBR-0013080-0013169	2(e)
Schedule 14A Proxy Statement Liberty Global plc, filed April 29, 2015	LBR-0013170-0013328	2(e)
Second Amended and Restated Stockholders Agreement and Exhibit, filed as Annex C to Amendment No. 3 to S-4 of CCH I, LLC, filed on August 19, 2015	LBR-0013329-0013374	1(a)

Submission Index Spreadsheet for Liberty Broadband Corporation Production

Matter: MB Docket No. 15-149; Applications of Charter Communications, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership for Consent to Transfer Control of Licenses and Authorizations

Custodian	Physical Media Name	Volume Name	Being I.D. Number	End I.D. Number	Intentionally Left Blank	Number of Records	Number of Images	Number of Native Files	Number of Extracted/OCRed Text Files	Volume Size in GB	Date Produced
Public	LBR0001	LBR0001-0001	LBR-0012229	LBR-0013374		37	1,146	0	37		
TOTALS FOR THIS VOLUME						37	1,146	0	37	1.27	11/16/2015
GRAND TOTALS						37	1,146	0	37	1.27	